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SURFACE TRANSPORTATION BOARD

## FIRST UNION RAIL

One O'hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018-4214

Tel 847.318.7575  
Fax 847.318.7588  
www.firstunionrail.com

**VIA UPS 2<sup>nd</sup> DAY AIR**

September 7, 2011

Chief, Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street S. W., Suite 100  
Washington, DC 20423-0001  
Attn: Recordation of Railroad Equipment

**Re: Memorandum of Lease Agreement**

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement dated August 23, 2011, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under primary Recordation Number 22581. The names and addresses of the parties to the enclosed document are:

Lessor/Manager: First Union Rail Corporation  
One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Lessee: Cascade and Columbia River Railroad  
c/o RailAmerica, Inc.  
7411 Fullerton St., Suite 300  
Jacksonville, FL 32256

Owner of 32 cars in Group 2: ATEL Leasing Corporation  
600 California Street, 6<sup>th</sup> Floor  
San Francisco, California 94108


A description of the railroad equipment covered by the enclosed document is for two hundred thirty-five (235) hopper cars; having NOKL marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: **Memorandum of Lease**

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,



Marcia Dunne  
Senior Rail Documentation Specialist

Enclosures

(CSCD156/A)

ASSGN. NO. CSCD156-A

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## MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 23rd day of August, 2011, by and between First Union Rail Corporation, a North Carolina corporation, ("Lessor") as Lessor of Cars listed on Exhibit A in Group 1, and as Manager, acting in its capacity as independent contractor for ATEL Leasing Corporation ("ATEL"), Owner of Cars listed on Exhibit A in Group 2, and Cascade and Columbia River Railroad Company ("Lessee"), a Delaware corporation.

## WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of June 15, 1997, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 149 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of November 1, 2009 and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

Lessor hereby assigns and transfers to ATEL all of its right, title and interest as Lessor in and to the Lease with respect to the ATEL Cars, excluding from such assignment only its rights as manager of the Lease with respect to the ATEL Cars in Group 2 under the Railcar Management Agreement between First Union Rail Corporation and ATEL Leasing Corporation.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

## LESSOR:

FIRST UNION RAIL CORPORATION,  
as Lessor of Cars in Group 1, and as Manager for  
ATEL Leasing Corporation of Cars in Group 2

## ATTEST:

By: K.A. Dombrowski  
Name: K.A. Dombrowski

By: John J. Thomas  
Name: John J. Thomas  
Title: President

Title: DIRECTOR OF DOCUMENTATION Executed on this 23rd day of August, 2011

[CORPORATE SEAL]

STATE OF ILLINOIS  
COUNTY OF COOK

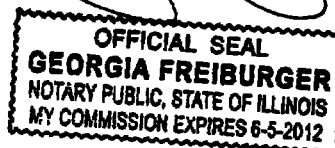
I, GEORGIA FREIBURGER a Notary Public of the County and State aforesaid, certify that JOHN J. THOMAS personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 23rd day of August, 2011.

My Commission Expires:

6-2012  
(Notary Public)

Notary Public



LESSEE:

By: [Signature]

Name: JAMES SHEPHERD

Title: VP-MARKETING

ATTEST:

By: David McCloud

Name: David McCloud

Title: Director Fleet Mgt. Executed on this 18<sup>TH</sup> day of August, 2011

[CORPORATE SEAL]

STATE OF Florida

COUNTY OF Duval

I, Bonnie D. Hatfield, a Notary Public of the County and State  
aforesaid, certify that James Shefelhine personally appeared before me this  
day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 18<sup>th</sup> day of August, 2011.

Bonnie D. Hatfield  
Notary Public

Commission Expires:

10-30-2011  
(Notary Public)

BONNIE D. HATFIELD  
Notary Public, State of Florida  
My comm. expires Oct 30, 2011  
Comm No 00730296

**EXHIBIT A TO MEMORANDUM OF LEASE**

NUMBER OF CARS: Two hundred thirty-five (235)

DESCRIPTION OF CARS: 4750 cu. ft. capacity, covered hopper Cars equipped with gravity gates and trough hatches, 263-268 GRL.

CAR NUMBERS: Group 1 - Cars owned by First Union Rail Corporation

NOKL	816102	NOKL	818975	NOKL	819121
NOKL	816687	NOKL	818980	NOKL	819123
NOKL	816801	NOKL	818981	NOKL	819134
NOKL	816814	NOKL	818984	NOKL	819136
NOKL	816819	NOKL	818987	NOKL	819138
NOKL	816820	NOKL	818992	NOKL	819139
NOKL	816834	NOKL	818995	NOKL	819140
NOKL	816862	NOKL	818998	NOKL	819147
NOKL	816865	NOKL	819004	NOKL	819150
NOKL	816881	NOKL	819005	NOKL	819153
NOKL	816888	NOKL	819016	NOKL	819156
NOKL	818526	NOKL	819021	NOKL	819157
NOKL	818559	NOKL	819029	NOKL	819158
NOKL	818594	NOKL	819036	NOKL	819159
NOKL	818596	NOKL	819042	NOKL	819160
NOKL	818642	NOKL	819046	NOKL	819170
NOKL	818802	NOKL	819049	NOKL	819171
NOKL	818900	NOKL	819050	NOKL	819173
NOKL	818902	NOKL	819062	NOKL	819189
NOKL	818903	NOKL	819064	NOKL	819197
NOKL	818909	NOKL	819065	NOKL	819199
NOKL	818918	NOKL	819066	NOKL	819201
NOKL	818923	NOKL	819067	NOKL	819223
NOKL	818924	NOKL	819068	NOKL	819227
NOKL	818925	NOKL	819070	NOKL	819230
NOKL	818927	NOKL	819075	NOKL	820503
NOKL	818928	NOKL	819080	NOKL	820518
NOKL	818930	NOKL	819081	NOKL	820529
NOKL	818932	NOKL	819086	NOKL	820535
NOKL	818940	NOKL	819093	NOKL	820539
NOKL	818941	NOKL	819102	NOKL	820542
NOKL	818943	NOKL	819103	NOKL	820543
NOKL	818954	NOKL	819109	NOKL	820551
NOKL	818955	NOKL	819110	NOKL	820555
NOKL	818956	NOKL	819112	NOKL	820567
NOKL	818957	NOKL	819113	NOKL	820569
NOKL	818959	NOKL	819115	NOKL	820576
NOKL	818961	NOKL	819117	NOKL	820588
NOKL	818971	NOKL	819118	NOKL	820599
NOKL	818974	NOKL	819119	NOKL	820600

**EXHIBIT A TO MEMORANDUM OF LEASE**

NOKL	820601	NOKL	827357
NOKL	820603	NOKL	827358
NOKL	820607	NOKL	827381
NOKL	820609	NOKL	827746
NOKL	820620	NOKL	828118
NOKL	820621	NOKL	828138
NOKL	820631	NOKL	828213
NOKL	820634	NOKL	828249
NOKL	820642	NOKL	828561
NOKL	820644	NOKL	828961
NOKL	821995	NOKL	829044
NOKL	822782	NOKL	829179
NOKL	823378	NOKL	829183
NOKL	823387	NOKL	829479
NOKL	823394	NOKL	830434
NOKL	823402	NOKL	830446
NOKL	823413	NOKL	830458
NOKL	823422	NOKL	830459
NOKL	823427	NOKL	830702
NOKL	823445	NOKL	830705
NOKL	823447	NOKL	831024
NOKL	823683	NOKL	832014
NOKL	823687	NOKL	832118
NOKL	823689	NOKL	832554
NOKL	823692	NOKL	832578
NOKL	823737	NOKL	832662
NOKL	823743	NOKL	833119
NOKL	823750	NOKL	833121
NOKL	823752	NOKL	833150
NOKL	823762	NOKL	833173
NOKL	823763	NOKL	833176
NOKL	823767	NOKL	833182
NOKL	823769	NOKL	833188
NOKL	823770	Count:	203
NOKL	823771		
NOKL	823777		
NOKL	823780		
NOKL	823784		
NOKL	823789		
NOKL	823856		
NOKL	823859		
NOKL	823905		
NOKL	823953		
NOKL	823978		
NOKL	823983		
NOKL	823995		
NOKL	824027		
NOKL	824036		
NOKL	824050		
NOKL	827349		

**EXHIBIT A TO MEMORANDUM OF LEASE****Group 2 - Cars owned by ATEL Leasing Corporation**

NOKL	834036
NOKL	834042
NOKL	834127
NOKL	834162
NOKL	834245
NOKL	834276
NOKL	834309
NOKL	834325
NOKL	834334
NOKL	834358
NOKL	834373
NOKL	834414
NOKL	834458
NOKL	834475
NOKL	834487
NOKL	834563
NOKL	834571
NOKL	834590
NOKL	834623
NOKL	834671
NOKL	834676
NOKL	834677
NOKL	834689
NOKL	834703
NOKL	834704
NOKL	834729
NOKL	834741
NOKL	834760
NOKL	834786
NOKL	834797
NOKL	834798
NOKL	834816
Count:	32